

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

AXION POWER INTERNATIONAL, INC.,
WILLIAM AND TRACY AHEARN, h/w,
SALLY FONNER, and JAMES SMITH, M.D.,

Plaintiffs,

- against -

MERCATUS & PARTNERS, LTD.,
MF GLOBAL, INC., MF GLOBAL, UK, Ltd.,
CARI MASI a/k/a CARY MASI,
BNP PARIBAS SECURITIES SERVICES,
BANCA MB S.p.A., DWIGHT PARSCALE,
STEPHANO CEVALO, CONTINENTAL STOCK
TRANSFER AND TRUST COMPANY,
PENSON FINANCIAL SERVICES, INC., and
BROWN BROTHERS HARRIMAN & CO.,

Defendants.

Civ. Action No. 07-CV-11493

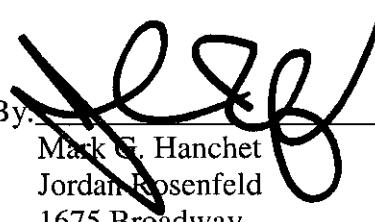
**DEFENDANT PENSON
FINANCIAL SERVICES, INC.'S
DISCLOSURE STATEMENT
PURSUANT TO FEDERAL RULE
OF CIVIL PROCEDURE 7.1**

Pursuant to Rule 7.1 of the Federal Rules of Civil Procedure, the undersigned counsel of record for Defendant Penson Financial Services, Inc. ("Penson") certifies that:

1. Penson Worldwide, Inc. is a publicly-held corporation that owns SAI Holdings, Inc.
2. SAI Holdings, Inc. owns the common stock of Penson.
3. There are no other publicly-held corporations that own 10 percent or more of Penson's stock.

Dated: New York, New York
February 21, 2008

MAYER BROWN LLP

By: 

Mark G. Hanchet
Jordan Rosenfeld
1675 Broadway
New York, NY 10019
Tel: (212) 506-2500